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RECORDATION NO. 25389 FILED

JAN 03 '05

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SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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January 3, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 29, 2004. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

RailTex, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487

Guarantor:

RailAmerica, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487

BALL JANIK LLP

Honorable Vernon A. Williams
January 3, 2005
Page 2

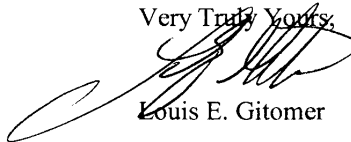
A description of the equipment covered by the Memorandum of Lease Agreement consists of two SD-40-2 locomotives numbered AGR 4058 and NREX 5597.

A fee of \$ 32.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, RailTex, Inc., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, and RailAmerica, Inc., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, covering two SD-40-2 locomotives numbered AGR 4058 and NREX 5597.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosures

RECORDATION NO. 25387 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 29th, 2004

among

**RAILTEX, INC.,
as Lessee,**

and

**RAILAMERICA, INC.,
as Guarantor,**

and

**LASALLE NATIONAL LEASING CORPORATION,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, _____ at _____:_____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 29th 2004, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor") and RAILTEX, INC. ("Lessee") and RAILAMERICA, INC. ("Guarantor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Equipment Lease Agreement dated as of November 6, 1997, as amended, and Equipment Schedule No. D-2 thereto and incorporating the terms thereof, dated as of December 29th, 2004, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee (as successor in interest to ParkSierra Corp. which, in turn was successor in interest to Arizona & California Company Limited Partnership).

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. Guarantor has agreed to guaranty all of Lessee's obligations now existing or hereafter arising under the Lease with respect to such railcars as set forth in that certain Equipment Lease Guaranty dated September 10, 2002 (the "Guaranty") by Guarantor in favor of Lessor. The Guaranty shall be effective as of the date hereof.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

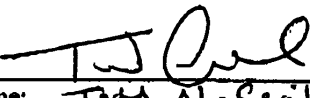
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.


LASALLE NATIONAL LEASING CORPORATION

By: 
Name: KEVIN J. MCKEOWN
Title: FIRST VICE PRESIDENT

RAILTEX, INC.

By: 
Name: Todd N. Cecil
Title: Vice President

RAILAMERICA, INC.

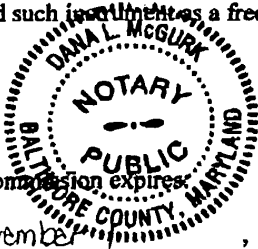
By: 
Name: Todd N. Cecil
Title: Vice President

STATE OF MARYLAND)

) ss.
COUNTY OF BALTIMORE)

On this 30 day of December, 2004, before me appeared Kevin J. McKenna, the person who signed this instrument, who acknowledged that (s)he is the First Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



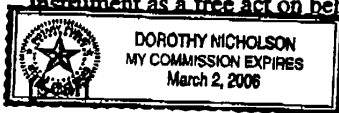
My commission expires

November, 2007

Dana L. McGurk
Notary Public

STATE OF Texas)
) ss.
COUNTY OF Bexar)

On this 29th day of December, 2004, before me appeared Todd N. Coil, the person who signed this instrument, who acknowledged that (s)he is the Vice President of Railtex Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Dorothy Nicholson
Notary Public

My commission expires:

March 2, 2006

STATE OF Texas)
) ss.
COUNTY OF Bexar)

On this 29th day of December, 2004, before me appeared Todd A. Coe, the person who signed this instrument, who acknowledged that (s)he is the Vice President of RAILAMERICA, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Dorothy Nicholson
Notary Public

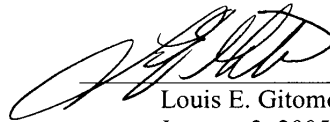
My commission expires: 3/2/2006

EXHIBIT NO. 1

Two SD-40-2 locomotives numbered AGR 4058 and NREX 5597.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of December 29, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
January 3, 2005